

EXHIBIT D

HOST MAKER™ KITS



SPOOKY

HOST DUDE

LOVEY

WAILER

SCREECH

BOO BOO



A new idea for an old Halloween favorite. Turns your tired old bed sheets into a spooky Halloween ghost costume in minutes! Also can be used as an indoor or outdoor decoration!

Kits come complete with:

- 1 Vacuu-Form Mask
- 6 Color Paints
- Paintbrush, Sandpaper, Glue and Easy-To-Follow Assembly Instructions

Cost: \$6.00 each

Minimum: 6 Per Design

24 Piece Total Minimum

6 Different Styles (3 SM, 3 LG)

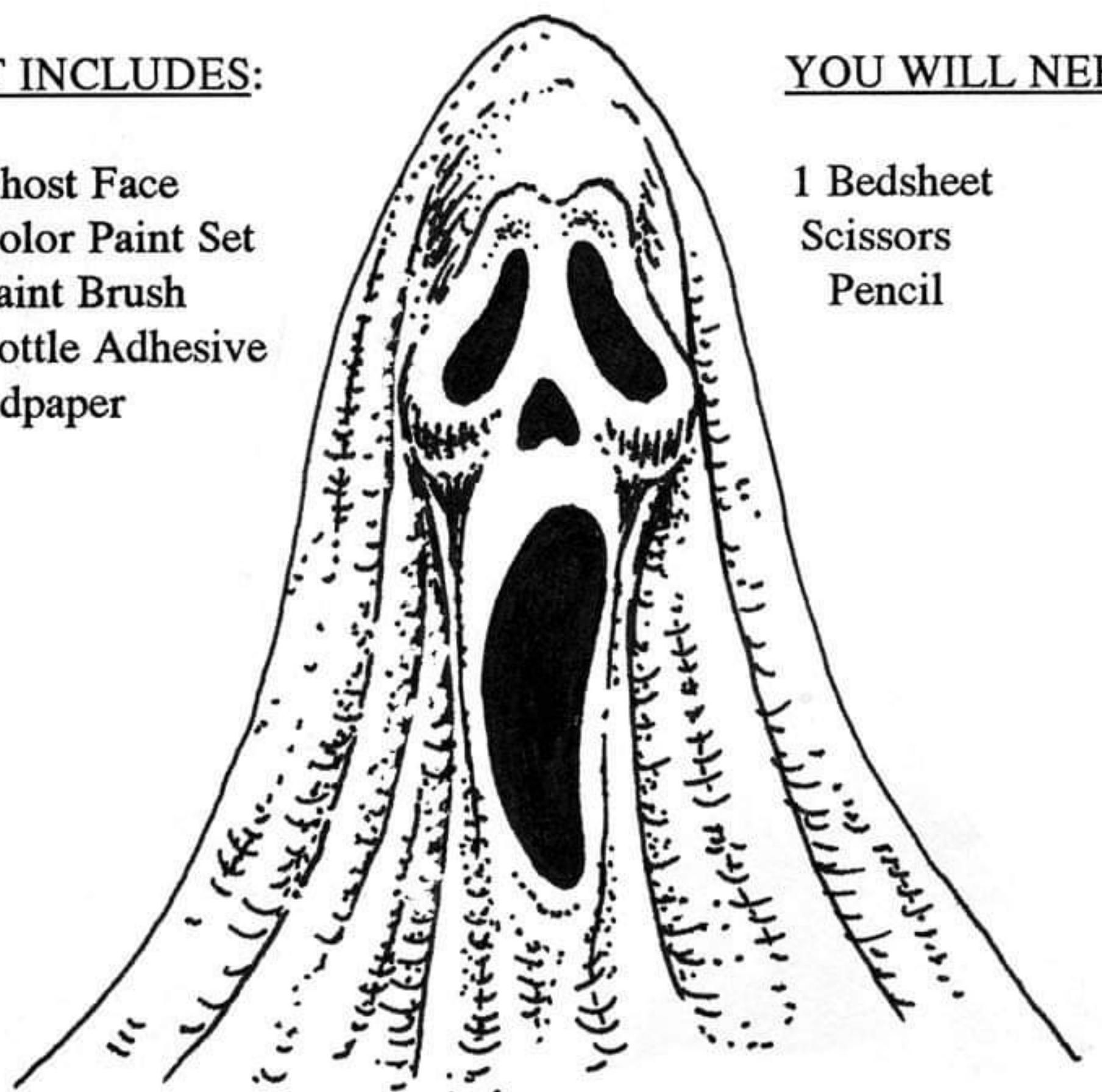
THE ALIENIAN GHOST FACTORY INC 5700 AYALA AVE • IRWINDALE, CA 91706
(818) 812-6993 • FAX (818) 960-2680

GHoSTMAKeR

INSTRUCTIONS

KIT INCLUDES:

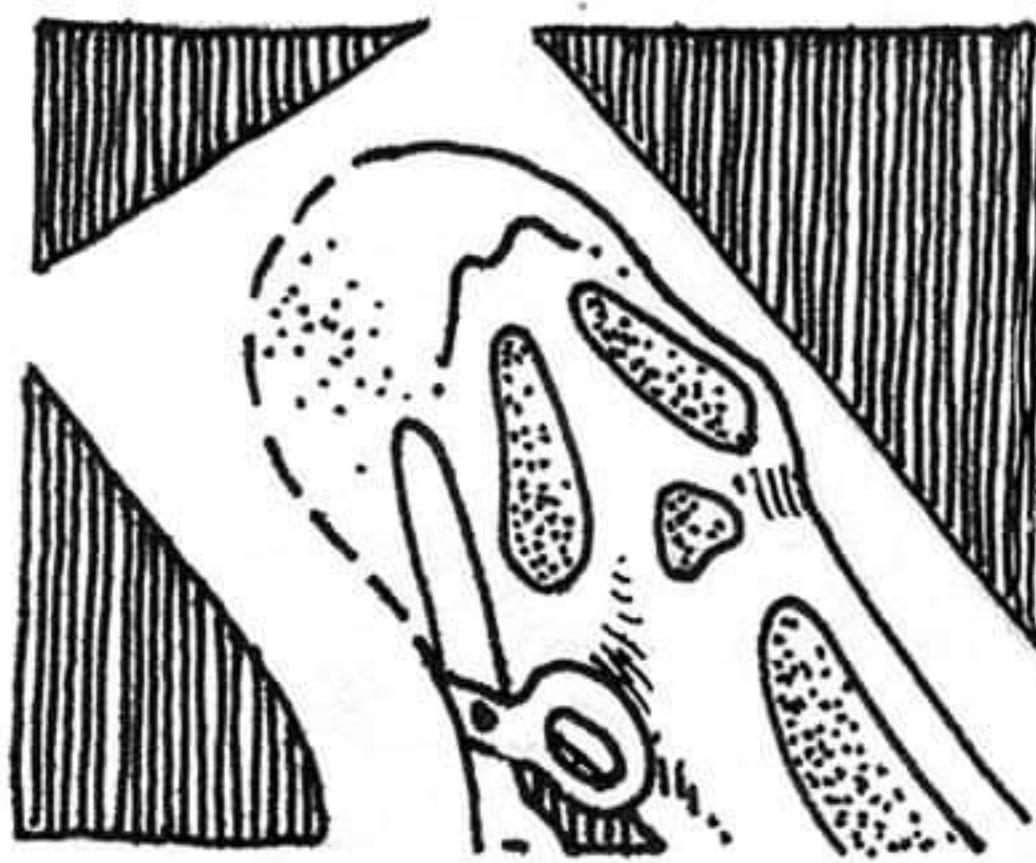
1 Ghost Face
6 Color Paint Set
1 Paint Brush
1 Bottle Adhesive
Sandpaper



YOU WILL NEED:

1 Bedsheet
Scissors
Pencil

1. Trim excess plastic around face of Ghost Maker™ mask.



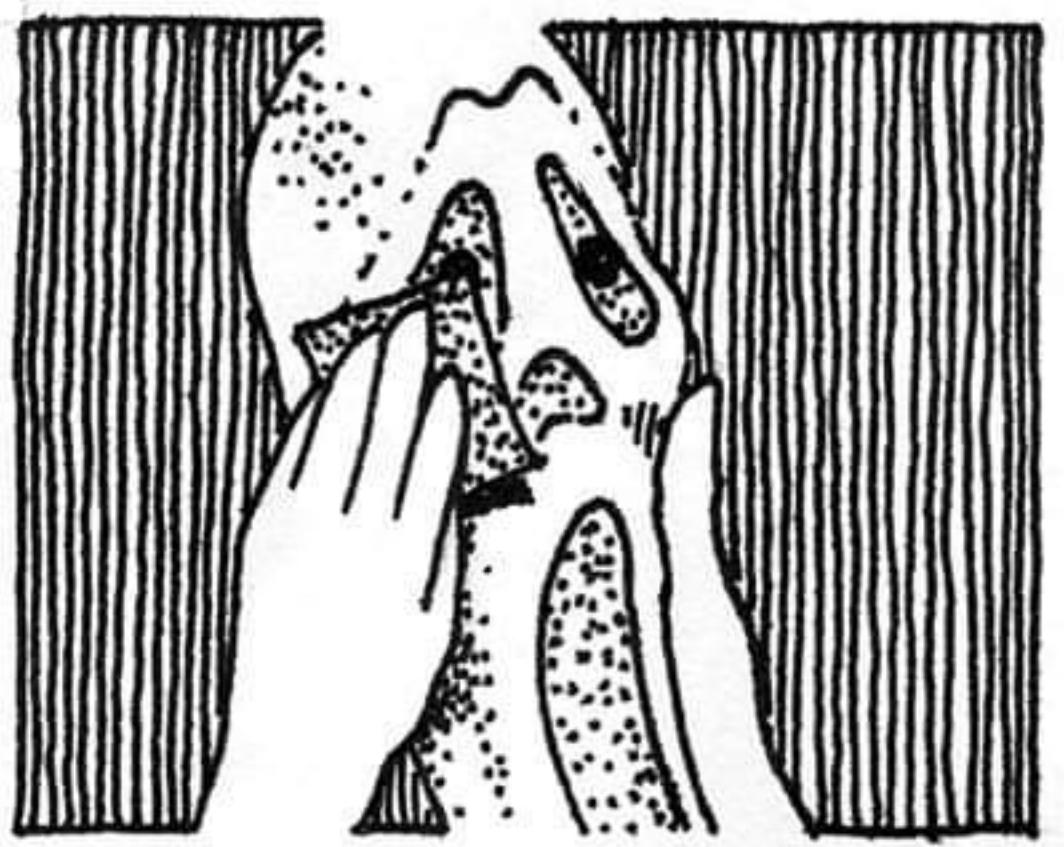
2. Hold mask up to your face. With a pencil, Make a spot where your eyes line up behind the mask eyes.



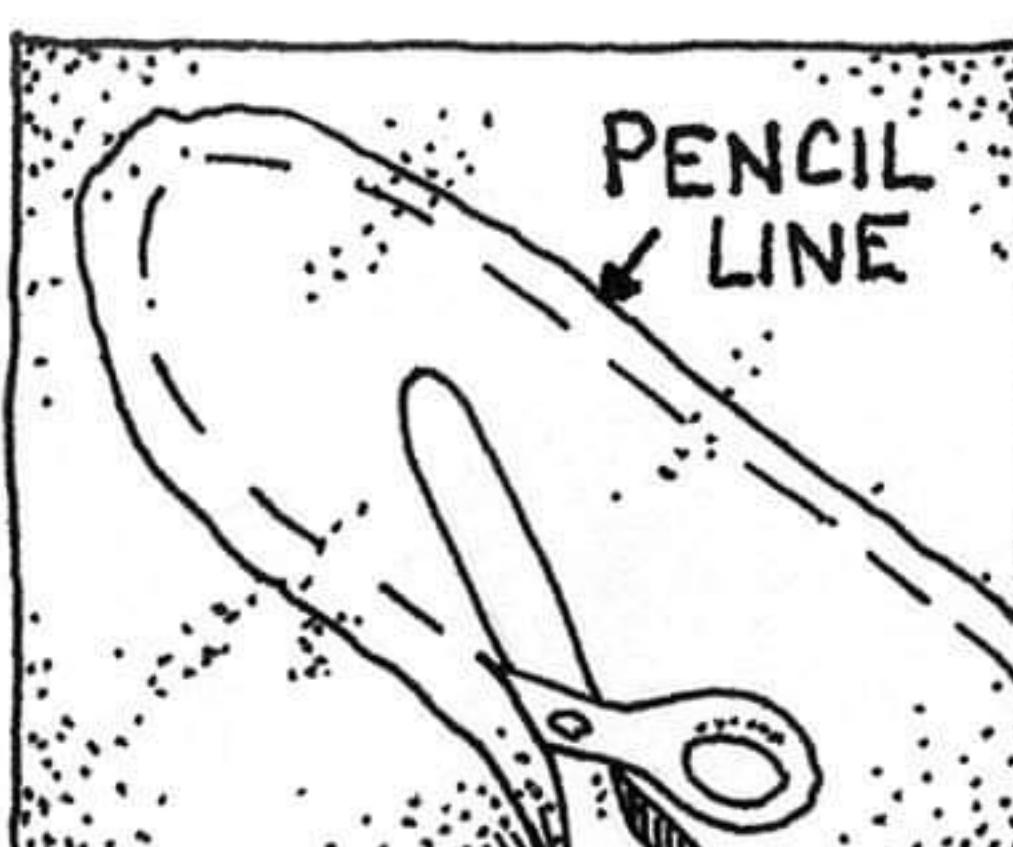
3. Take the mask off of your face and cut at least a 1" diameter hole around the spot you made. (Hole in mouth and/or nose may be cut also.)



4. Lightly sand edges and front surface of mask for better paint and glue adhesion.



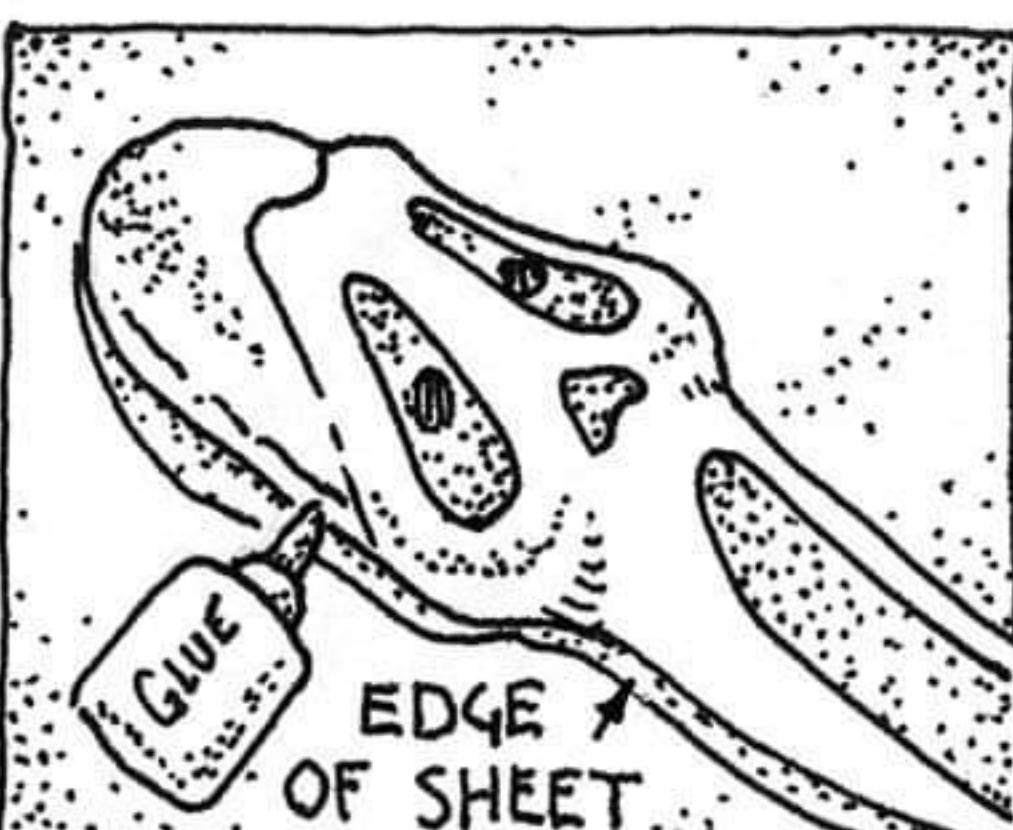
6. Cut hole in sheet 1" in from pencil line.



5. Turn sheet inside out. Lay sheet down flat and place mask face up slightly below the center of it. With a pencil, trace the outline of mask onto the sheet.



7. Turn sheet right side out. Position face in hole from behind. Pull back edge of sheet and apply a 1" wide layer of glue to the outer edge of mask. Then press edge of sheet down onto mask. Allow to dry for at least 8 hours before handling.



8. Paint as desired. (Package cover may be used as a guide)

This mask has been created for you by TONY GARDNER and his talented artists at ALTERIAN STUDIOS, INC.'s **THE GHOST FACTORY**. Mr. Gardner has been responsible for the spectacular make-up effects seen in such films as Universal Studios' blockbuster hit "Darkman", Tri-Star's "The Blob", and USA Network's "Swamp Thing". Rest assured that this mask has been made with the highest standards of quality and attention to detail, as is demanded in the Hollywood film industry today.

CARE OF YOUR MASK

If your mask is too large, you can attach a piece of foam padding to the inside of the top and/or back of the mask for greater stability and comfort.

Larger holes may be cut in the mouth, nose, and eyes for better vision and ventilation.

When not in use, your mask should be kept in a sealed plastic bag, and stuffed with paper to retain shape.

Please never wear any mask while driving or operating machinery.

Alterian Studios, Inc. The Ghost Factory
848 S. Myrtle Avenue, Unit #3
Monrovia, CA 91016

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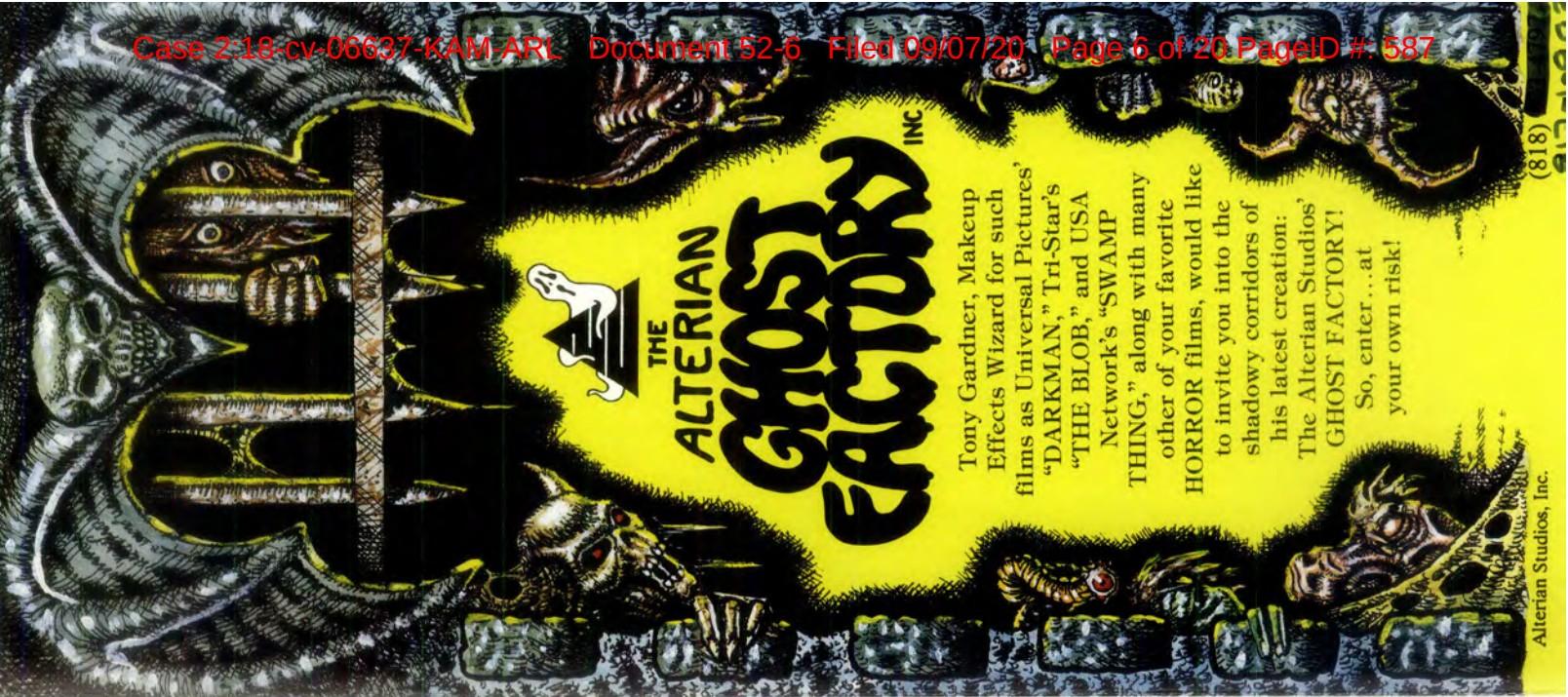
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Tony Gardner, Makeup Effects Wizard for such films as Universal Pictures' "DARKMAN," Tri-Star's "THE BLOB," and USA Network's "SWAMP THING," along with many other of your favorite HORROR films, would like to invite you into the shadowy corridors of his latest creation: The Alterian Studios' GHOST FACTORY! So, enter... at your own risk!

(818) 265-1234
Alterian Studios, Inc.

Hands for each Scarfum character not shown.

101



SNAKE



DEMON



Now here's a grisly sight! With these exciting new masks, you will know what it truly means to be EATEN ALIVE!

SCARFUMS™

NEW!

GHOST MAKER™



SCREECH



WAILER



LOVEY TATE

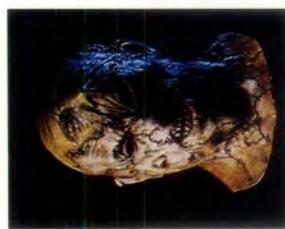


LIL' BOO BOO LIL' SARA SPOOK LIL' GHOST DUDE

A new idea for an old Halloween favorite. Turns your tired old bed sheets into a spooky Halloween ghost costume! Also can be used as a decoration!



HEMLOCK



STITCHES

LIMITED EDITION
There are still a few left... so hurry!



WARHEAD



VIVISECTION



RIP OFF



SHOTGUN LOUIE



CONGO



ZOMBI



RESURRECTION



SINISTER SANTA

Feast your eyes on these
terrifyingly detailed, high
quality latex masks,
designed and created
under the supervision of
Mr. Gardner himself.
Each mask is a little
oversized for your comfort
and appearance. With our
masks, you can't help but
be noticed!

DARKMAN™

TWO EXCITING NEW MASKS FROM
UNIVERSAL STUDIOS'
BLOCKBUSTER FILM!



BANDAGED DARKMAN



COLLECTOR'S EDITION

STYLE NO. 35-8P

FILE NO:



P.O. BOX 607638 • ORLANDO, FL 32860 • (407) 886-3100

ASSIGNMENT:

Print File®
ARCHIVAL PRESERVES

DATE:



STYLE NO. 35-8P

FILE NO.

P.O. BOX 607638 • ORLANDO, FL 32860 • (407) 886-3100

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ARCHIVAL PRESERVERS

DATE:

ASSIGNMENT:





!ON AIR

INMEDIOS

DVIE

SEGURO
ESTADO
NACIONAL

100% RECOMENDADO

STYLE NO. 35-8P

FILE NO.



P.O. BOX 607638 • ORLANDO, FL 32860 • (407) 886-3100

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ABOUT OUR PRODUCT...

MASKS

All of our goods are manufactured at our state-of-the-art facilities here in Monrovia, California. You will notice our masks are constructed of a thick latex material and are painstakingly detailed for realism. Each handpainted mask is built a little oversized for added comfort and ease of wear. Unlike the competition's masks, our masks have been designed to cover the neck and a portion of the chest. Close attention has been to the use of color to enhance dramatic effect as well. All this at easily affordable prices! Our strongest competitor, though larger, can not even come close in terms of craftsmanship, color, or affordability.

In addition, each mask is shipped complete with care instructions and a blurb further establishing our link to the motion picture industry. As stated earlier, this adds a higher perceived market value to our product.

BESTSELLER LIST

- #1 SHOTGUN LOUIE
- #2 BANDAGED DARKMAN
- #3 RIP OFF
- #4 WARHEAD
- #5 RESURRECTION
- #6 SINISTER SANTA

ABOUT OUR COMPANY...

-THE ALTERIAN GHOST FACTORY INC-

Although "The Alterian Ghost Factory Inc." may be new to its role as manufacturer, our parent company has been responsible for supplying the motion picture industry with spectacular SPECIAL MAKE-UP EFFECTS for nearly a decade now! (See our list of film credits)

Having established ourselves as a professional, creative, and highly respected source for film effects, we have now turned our sights to infiltrating the wholesale gift & toy market with what we feel is a superior product. It seemed a logical progression for us to venture in this direction.

If you feel as if we're hitting you over the head with the HOLLYWOOD FILM angle-- you're right! It is very intentional. We believe our link to the film industry to be an extremely strong and distinguishing selling point. None of our competitors can tout this accomplishment. What this translates into is simple. We have a vast pool of creative talent on which to draw. Our masks are produced by artists (top sculptors, painters, etc) in the movie business and are of "film quality". We believe our experience in the field will offer our product an increased perceived market value. Of course, there are many other reasons that add to our salability as a manufacturer...read on.

ABOUT OUR FOUNDER...

TONY GARDNER

Tony Gardner originally migrated from Ohio to California's USC Film school to study film production. While still in school, he was offered his first professional film experience working for Academy Award winner Rick Baker, on Michael Jackson's "Thriller". From then on, he was hooked.

He apprenticed for several years and slowly began to establish himself and his own company, ALTERIAN STUDIOS, as a rapidly emerging force in the film effects industry.

The combined talents of his Alterian staff of over 30 artists-technicians have been responsible for characters and creatures which include the simplest of prosthetic make-ups to advanced large scale audio-animatronic monsters.

At age 28, Mr. Gardner is particularly proud of his latest venture: THE ALTERIAN GHOST FACTORY INC., and welcomes the prospects and challenges facing the manufacturer of exciting new product for the Gift/Toy Industry. You can trust our items have been produced with the same high standards of quality and attention to detail, as demanded by the HOLLYWOOD FILM INDUSTRY today!

